**DECLARATION - USA PATENT APPLICATION**

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name;

I believe I am an original, first and joint inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled INTERACTIVE VIDEO APPLICATION HOSTING; the specification of which was filed on April 6, 2001 as Application Serial No. 09/827,772.

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above;

I acknowledge the duty to disclose information which is material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56;

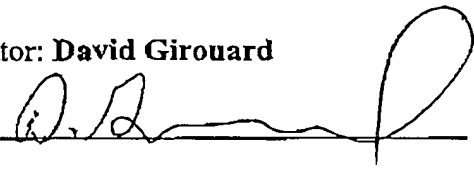
I hereby claim the benefit under Title 35, United States Codes § 119(e) of any United States provisional application(s) listed below.

Application No.: 60/195,667

Filing Date: April 7, 2000

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful, false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of first inventor: **David Girouard**

Inventor's signature 

Date 7/12/01

Residence: 319 27th Street, San Francisco, CA 94131

Citizenship: **United States**

Post Office Address: 319 27th Street, San Francisco, CA 94131

Full name of second inventor: **Bradley Horowitz**

Inventor's signature 

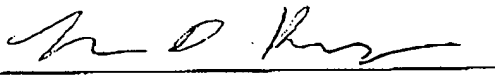
Date 7/30/01

Residence: **1406 Rainbow Drive, San Mateo, CA 94402**

Citizenship: **United States**

Post Office Address: **1406 Rainbow Drive, San Mateo, CA 94402**

Full name of third inventor: **Richard Humphrey**

Inventor's signature 


Date 7/11/01

Residence: **7 Seville Way #3, San Mateo, CA 94402**

Citizenship: **United States**

Post Office Address: **7 Seville Way #3, San Mateo, CA 94402**

Full name of fourth inventor: **Charles Fuller**

Inventor's signature 

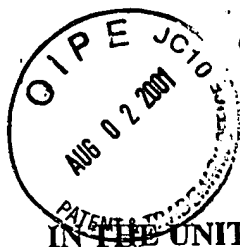
Date 7/11/01

Residence: **619 Bobstay Drive, Foster City, CA 94404**

Citizenship: **United States**

Post Office Address: **619 Bobstay Drive, Foster City, CA 94404**

Send Correspondence To:
Knobbe, Martens, Olson & Bear, LLP
Customer No. 20,995



IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant	:	Girouard, et al.)
)
App. No.	:	09/827,772)
)
Filed	:	April 6, 2001)
)
For	:	INTERACTIVE VIDEO)
		APPLICATION HOSTING)
)
Examiner	:	Unknown)
)

ESTABLISHMENT OF RIGHT OF ASSIGNEE TO TAKE ACTION
AND
REVOCATION AND POWER OF ATTORNEY

Assistant Commissioner for Patents
 Washington, D.C. 20231

Dear Sir:

The undersigned is empowered to act on behalf of the assignee below (the "Assignee"). A true copy of the original Assignment of the above-captioned application from the inventor(s) to the Assignee is attached hereto. This Assignment represents the entire chain of title of this invention from the Inventor(s) to the Assignee.

I declare that all statements made herein are true, and that all statements made upon information and belief are believed to be true, and further, that these statements were made with the knowledge that willful, false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001, and that willful, false statements may jeopardize the validity of the application, or any patent issuing thereon.

The undersigned hereby revokes any previous powers of attorney in the subject application, and hereby appoints the registrants of Knobbe, Martens, Olson & Bear, LLP, 620 Newport Center Drive, Sixteenth Floor, Newport Beach, California 92660, Telephone (949) 760-0404, Customer No. 20,995, as its attorneys with full power of substitution and

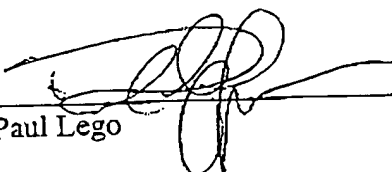
App. No. : 09/827,772
Filed : April 6, 2001

revocation to prosecute this application and to transact all business in the U.S. Patent and Trademark Office connected herewith. This appointment is to be to the exclusion of the inventor(s) and his attorney(s) in accordance with the provisions of 37 C.F.R. § 3.71.

Please use Customer No. 20,995 for all communications.

Virage, Inc.

Dated: 7/31/01

By: 
Paul Lego

Title: CEO

Address: 177 Bovet Road, #520
San Mateo, CA 94402

S:\DOCS\RJS\RJS-4060.DOC
062101

COPY

Application No.: 09/827,772
Filing Date: April 6, 2001

DO NOT RECORD

PATENT
Client Code: VIRAGE.028A
Page 1

ASSIGNMENT

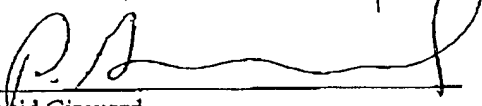
WHEREAS, We, David Girouard, a United States citizen, residing at 319 27th Street, San Francisco, CA 94131, Bradley Horowitz, a United States citizen, residing at 1406 Rainbow Drive, San Mateo, CA 94402, Richard Humphrey, a United States citizen, residing at 7 Seville Way #3, San Mateo, CA 94402, and Charles Fuller, a United States citizen, residing at 619 Bobstay Drive, Foster City, CA 94404, have invented certain new and useful improvements in a INTERACTIVE VIDEO APPLICATION HOSTING for which we have filed an application for Letters Patent in the United States, Application No. 09/827,772, filed April 6, 2001;

AND WHEREAS, Virage, Inc. (hereinafter "ASSIGNEE"), a Delaware Corporation, with its principal place of business at 177 Boyet Road, Suite 520, San Mateo, CA 94402, desires to acquire the entire right, title, and interest in and to the said improvements and the said Application:

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to me in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, we, the said inventors, do hereby acknowledge that we have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, the entire right, title, and interest throughout the world in, to and under the said improvements, and the said application and all divisions, renewals and continuations thereof, and all Letters Patent of the United States which may be granted thereon and all reissues and extensions thereof, and all rights of priority under International Conventions and applications for Letters Patent which may hereafter be filed for said improvements in any country or countries foreign to the United States, and all Letters Patent which may be granted for said improvements in any country or countries foreign to the United States and all extensions, renewals and reissues thereof; and we hereby authorize and request the Commissioner of Patents of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents on applications as aforesaid, to issue all Letters Patent for said improvements to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND WE HEREBY covenant and agree that we will communicate to the said ASSIGNEE, its successors, legal representatives and assigns, any facts known to us respecting said improvements, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing and reissue applications, make all rightful oaths and generally do everything possible to aid the said ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper patent protection for said improvements in all countries.

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 13 day of July 2001.

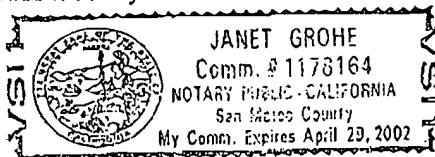

David Girouard

STATE OF California }
COUNTY OF San Mateo } ss.

On July 13, 2001, before me, Janet Grohe, Notary Public personally appeared David Girouard personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]




Notary Signature

COPY

- DO NOT RECORD -

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 31 day of July, 2001.

Bradley Horowitz
Bradley Horowitz

STATE OF California }
COUNTY OF San Mateo } ss.

On July 31, 2001, before me, Janet Grohe, Notary Public, personally appeared Bradley Horowitz personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]



Janet Grohe
Notary Signature

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 12th day of July, 2001.

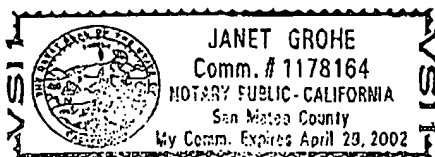
Richard P. Humphrey
Richard Humphrey

STATE OF California }
COUNTY OF San Mateo } ss.

On July 12, 2001, before me, Janet Grohe, Notary Public, personally appeared Richard Humphrey personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]



Janet Grohe
Notary Signature

COPY

- DO NOT RECORD -

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 12 day of July, 2001

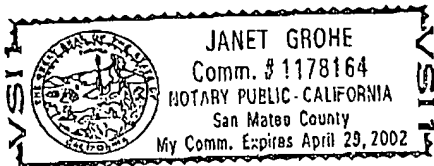

Charles Fuller

STATE OF California
COUNTY OF San Mateo } ss.

On July 12, 2001, before me, Janet Grohe, Notary Public, personally appeared Charles Fuller personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]



Janet Grohe
Notary Signature